SPECIAL WARRANTY DEED

Karen Johnson Davidson County
Batch# 380510 **DEEDWARRSP**
04/01/2020 11:38:42 AM 11 pgs
Fees: $58.00 Taxes: $129,500.00

20200401-0034963

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

I hereby swear or affirm that the actual consideration or value, whichever is greater, for this transaction is **$35,000,000**.

Affiant

Subscribed and sworn to before me, this the 18 day of March, 2020.

Notary Public

My Commission Expires: Mar 1 2023

DAVID K M
Notary Public State of Maryland
Montgomery County
My Commission Expires Mar 1 2023

THIS INSTRUMENT PREPARED BY
Bone McAllester Norton PLLC, 511 Union Street, Suite 1600, Nashville, TN 37219

Name and Address of New Owner:	**Map-Parcel Numbers:**	**Send Tax Bills To:**
RC Nashville Development Partners, LLC 6409 Kennedy Dr Chevy Chase, MD 20815	093100071.00 093100072.00 093100073.00 093100178.00 093100491.00 093100494.00	RC Nashville Development Partners, LLC 6409 Kennedy Dr Chevy Chase, MD 20815

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **MAINLAND KVB, LLC, a Tennessee limited liability company** (the "Grantor"), has this day bargained and sold, and by these presents does hereby transfer and convey unto **RC NASHVILLE DEVELOPMENT PARTNERS, LLC, a Delaware limited liability company** (the "Grantee"), and its successors and assigns, forever, the real estate located in Davidson County, State of Tennessee (the "Property"), more particularly described on Exhibit A attached hereto and incorporated herein.

The Property is unimproved property that currently is municipally known as [i] 429 7th Avenue South, [ii] 0 Lafayette Street, [iii] 417 7th Avenue South, [iv] 400 7th Avenue South, [v] 401 7th Avenue South, and [vi] 0 8th Avenue South, Nashville, Tennessee 37203-3916.

The Property is sold "AS IS, WHERE IS", subject only to the warranties expressly set forth below, and this conveyance is made subject to the following limitations, restrictions and/or encumbrances set forth on Exhibit B attached hereto (collectively, the "Permitted Exceptions").

TO HAVE AND TO HOLD the Property, together with all the improvements thereon and all rights associated therewith and appurtenances thereto belonging, subject to the Permitted Exceptions, unto the Grantee and its successors and assigns, in fee simple, forever.

GRANTOR COVENANTS with Grantee that Grantor is lawfully seized and possessed of the Property, that Grantor has a good and lawful right to sell and convey the same, and that the Property is free from any lien or encumbrance whatsoever, subject to the Permitted Exceptions.

GRANTOR FURTHER COVENANTS with Grantee and binds Grantor and Grantor's, representatives and assigns, to warrant and forever defend the title thereto of said tract or parcel of land to Grantee, its successors and assigns, against the lawful claims and demands of all persons claiming by, through or under Grantor, but no further or otherwise.

All warranties of Grantor herein contained are expressly limited to those persons or parties claiming by, through, or under Grantor.

Dated effective this the 31st day of March, 2020.

[Signature page follows]

[Signature page to Special Warranty Deed]

GRANTOR:

Mainland KVB, LLC

By: Mainland Asset Management, LLC,
Its Manager

By: _____
Kenneth M. Larish, Manager

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned Notary Public of said County and State, personally appeared Kenneth M. Larish, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Manager of Mainland Asset Management, LLC, the Manager of Mainland KVB, LLC, the within named bargainor, a Tennessee limited liability company, and that he as such Manager of the bargainor's Manager, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as the Manager of such limited liability company's Manager.

WITNESS my hand and seal at office this 12th day of March, 2020.

_____
NOTARY PUBLIC

My Commission Expires: 7/5/2021

CHRIS RAYBECK
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires JULY 5, 2021

EXHIBIT A

Description of Property

PARCEL 1

A certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

Being part of Lot No. 25 on the Map of Wilson Spring Property, of record in Minute Book "C", page 570; and part of Lot No. 32, and parts of Lot No. 29, 30 and 31 at Minute Book "F", page 279 and Minute Book "C", page 510, of the Chancery Court at Nashville, and in Book 14, page 344, Register's Office for said County; part of old 7th Avenue South as abandoned; part of Peabody Street as abandoned; and described according to a copy of a survey thereof made June 4, 1952, by Z. J. Wilkinson, Surveyor, as follows:

Beginning at an iron pin in the north margin of Lafayette Street, as now widened and located, 20 feet more or less, east of the west line of 7th Avenue South before the same was re-located, being the approximate center line of 7th Avenue South as now abandoned and closed; thence with the center of 7th Avenue South as abandoned and closed, north 4 deg. 30' east 53 feet to an iron pin which is 20 feet east of and at right angles to the west margin of old 7th Avenue South; thence south 85 deg. 30' east 50.9 feet to a point in old Peabody Street as closed and abandoned, in the west margin of 7th Avenue South, as now located; thence along the westerly margin of 7th Avenue south and along the northerly margin of Lafayette Street, in a southerly, southwesterly, and westerly direction, a total distance of 92 feet more, or less, to the beginning.

BEING FURTHER DESCRIBED AS FOLLOWS:

Land in the 19th Councilmanic District of Nashville, Davidson County, Tennessee, being parts of 7th Avenue South, Peabody Street and a part of Lot 25 of the Wilson Springs Property recorded in Minute Book "C", page 570 and Minute Book "F", page 279, Chancery Court for said County, and Book 14, page 344, Register's Office for Davidson County, Tennessee; beginning at the northwesterly turn-out of Lafayette Street and 7th Avenue South; thence along a curve to the right, having a radius of 43.74 feet, a distance of 89.23 feet; thence leaving said Lafayette Street N 6° 19' 43" E, 54.61 feet thence S 82° 51' 38" E, 51.52 feet to the point of beginning and containing 2,504 square feet more or less, pursuant to that ALTA/NSPS Land Title Survey prepared by Patrick S. Coode, RLS TN No. 855, dated July 13, 2016, File No. 215-024-8.

Being the same property conveyed to MAINLAND KVB, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, by deed from TLC PROPERTIES, INC., of record as Instrument No. 20160901-0092303, and Instrument No. 20160901-0092304, said Register's Office.

PARCEL 2

TRACT I

Land in the 19th Councilmanic District of Nashville, Davidson County, Tennessee, being part of Alley No. 114 as abandoned by Metro Council Ordinance No. BL2015-1296 and more particularly described as follows:

Beginning in the northerly right of way of Lafayette Street at a point located 22.74 feet southeast of the turnout of said Lafayette Street and 8th Avenue South or the roundabout, the center of Alley No. 114, now closed;

Thence with said alley, along a curve to the left, having a radius of 145 feet, a distance of 39.96 feet;

Thence severing said alley N 62° 05' 56" E, 5.72 feet;

Thence along a curve to the right, having a radius of 150 feet, a distance of 44.88 feet to said Lafayette Street;

Thence along Lafayette Street N 64° 19' 34" W, 5.05 feet to the point of beginning and containing 212 square feet, more or less.

The foregoing description is taken from a survey prepared by Patrick S. Coode, RLS No. 855, Patrick Coode and Company, LLC, 144 Spring Valley Road, Nashville, Tennessee 37214, dated May 28, 2015.

TRACT II

Being part of Lot No. 32 and parts of Lot Nos. 29, 30 and 31 on the Map of Wilson Springs property, as of record in Minute Book "C", page 510, and Minute Book "F", page 279, of the Chancery Court at Nashville, and of record in Book 14, page 344, of the Register's Office for said County.

Beginning at a point in the centerline of old Seventh Avenue South, as abandoned, in the north margin of Lafayette Street as now located, being the southwest corner of the General Outdoor Advertising Company lot; thence with the margin of Lafayette Street, westerly 203.96 feet to a point in the east margin of an alley; thence with the margin of said alley, northerly 14.3 feet to a point; thence easterly 194.7 feet to a point in the westerly margin of 7th Avenue South as now located, southeasterly 34 feet to a point, the intersection of the center line of old 7th Avenue South as now abandoned, being the northwest corner of the Gerst Lot; thence with the center line of 7th Avenue South, as abandoned, southerly 129.2 feet to the point of beginning.

Being a portion of the property conveyed to Mainland KVB, LLC by Special Warranty Deed dated December 30, 2015 from John B. Kohl and Helen H. Kohl, Trustees of the John B. Kohl Living Trust, established by the Revocable Trust Agreement of John B. Kohl dated December

22, 2009 of record as Instrument No. 20151231-0131645, Register's Office of Davidson County, Tennessee.

TRACT III

Being part of Lot No. 51 in what is known as "Southfield" Plan of Lots, as of record in Book "N", page 459, Register's Office for Davidson County, Tennessee, described as follows:

Beginning on the west margin of 7th Avenue South, formerly Vine Street at the corner of Wilson Spring Tract of land, being the southeast corner of said Lot No. 51; thence with the west margin of said 7th Avenue South, northerly 65 feet, more or less, to a stake, the southeast corner of part of said lot formerly owned by Jefferson Page; thence at right angles westerly 165 feet, more or less, to an alley; thence with the margin of said alley, southerly 37 feet, more or less, to a southwest corner of said Lot No. 51 on the line of said Wilson Spring Tract of land; thence with the line between said Lot No. 51 and the Wilson Spring Tract, easterly 166 feet, more or less, to the point of beginning.

From this description is to be excluded the 7 feet of land sold to Ira T. Bryant in 1940 described as follows:

Being seven feet off of part of Lot No. 51 in what is known as the Southfield Plan of Lots as of record in Book N, page 495, Register's Office for said County. Beginning on the southeast corner of said Lot No. 51, and running back in a westerly direction 78 feet to a point with said southern boundary line of Lot 51; thence northerly seven feet to a point; thence eastwardly parallel with said southerly property line 78 feet to a westerly margin of Seventh Avenue, South; thence in a southerly direction parallel with the westerly margin of Seventh Avenue South, seven feet to the beginning.

Being a portion of the property conveyed to Mainland KVB, LLC by Special Warranty Deed dated December 30, 2015 from John B. Kohl and Helen H. Kohl, Trustees of the John B. Kohl Living Trust, established by the Revocable Trust Agreement of John B. Kohl dated December 22, 2009 of record as Instrument No. 20151231-0131645, Register's Office of Davidson County, Tennessee.

PARCEL 3

Land in the 19th Councilmanic District of Nashville, Davidson County, Tennessee, being part of 7th Avenue South as abandoned by Metro Council Ordinance No. BL2015-1296 and more particularly described as follows:

Beginning in the east right of way of 7th Avenue South (now closed) at the south right of way of Koreans Veterans Boulevard;

Thence along said east right of way S 26° 46' 37" E, 62.15 feet

Thence severing said 7th Avenue S 63° 13' 55" W, 24.91 feet to the center of said 7th Avenue South;

Thence along said center N 26° 46' 05" W, 60.16 feet to Korean Veterans Boulevard;

Thence along said boulevard N 58° 39' 24" E, 24.95 feet to the point of beginning and containing 1518 square feet, more or less.

The foregoing description is taken from a survey prepared by Patrick S. Coode, RLS No. 855, Patrick Coode and Company, LLC, 144 Spring Valley Road, Nashville, Tennessee 37214, dated November 6, 2015.

Being part of the same property conveyed to MAINLAND KVB, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, by deed from JOHN B. KOHL AND HELEN H. KOHL, TRUSTEES OF THE JOHN B. KOHL LIVING TRUST, ESTABLISHED BY THE REVOCABLE TRUST AGREEMENT OF JOHN B. KOHL, DATED DECEMBER 22, 2009, of record as Instrument No. 20151231-0131646, said Register's Office.

Also, being part of the same property closed and abandoned by the Metropolitan Government of Nashville and Davidson County, pursuant to Ordinance No. BL2015-1296, approved August 10, 2015.

PARCEL 4

Beginning at a point in the centerline of abandoned 7th Avenue South (Ordinance No: BL2015-1296) located South 26 Degrees 13 Minutes 15 Seconds East for 14.15 feet from a found 5/8 inch diameter iron rebar with LittleJohn Cap (N: 688,063.6298', E: 1,738,740.5474') in the southern right of way line of Korean Veterans Boulevard, thence with the abandoned centerline of 7th Avenue South 26 Degrees 13 Minutes 15 Seconds East for 48.30 feet to a point;

Thence with the terminus of 7th Avenue South 62 Degrees 38 Minutes 42 Seconds West for 24.84 feet to a point marking the north east corner of Mainland KVB, LLC recorded in Quit Claim Deed Instrument Number 20151231-0131646 recorded in the Davidson County Register of Deeds Office;

Thence with said line the following two (2) calls and distances;

1. South 62 Degrees 38 Minutes 07 Seconds West for 171.11 feet;

2. North 88 Degrees 52 Minutes 40 Seconds West for 5.00 feet to the centerline of an abandoned alley (Ordinance No: BL2015-1296);

Thence with said abandoned alley centerline curve to the Left al having a radius of 150.00 feet an arc length of 51.51 feet, a chord bearing of North 09 Degrees 00 Minutes 40 Seconds West for 51.25 feet to a point in the southern right of line of Korean Veterans Boulevard;

Thence with said right of way line the following two (2) calls distances:

1. North 71 Degrees 25 Minutes 53 Seconds East for 5.00 feet;

2. North 63 Degrees 15 Minutes 53 Seconds East for 180.24 feet to the point of beginning; Said parcel area being 9,458.73 Square Feet, more or less or 0.22 Acres more or less.

Source of North Tennessee Grid North-GPS-GEOID 12A (NAD 83)

Description Prepared by Kenneth D. Church, TN RLS 1004, Gresham Smith and Partners, 1400 Nashville City Center, 511 Union Street, Nashville, Tennessee 37219 (Project Number 41455.00).

Being the same property conveyed to MAINLAND KVB, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, by deed from MAINLAND ACQUISITIONS, LLC, of record as Instrument No. 20160425-0039983, said Register's Office.

PARCEL 5

TRACT I

LAND IN THE 19TH COUNCILMANIC DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING PART OF ALLEY NO. 114 AS ABANDONED BY METRO COUNCIL ORDINANCE NO. BL2015-1296 AND PART OF TRACT 19 SHOWN ON STATE OF TENNESSEE RIGHT OF WAY PLAN 19LPLM-F2-062, SHEET 4, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING IN THE SOUTH RIGHT OF WAY OF KOREAN VETERANS BOULEVARD AT A POINT LOCATED 42.74 FEET EAST OF 8TH AVENUE (AS WIDENED) OR THE ROUNDABOUT; THENCE LEAVING SAID BOULEVARD, WITH THE EASTERLY RIGHT OF WAY OF ALLEY 114, ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 150 FEET, A DISTANCE OF 54.51 FEET; THENCE SEVERING SAID ALLEY N 89° 21' 01" W, 5.0' FEET TO THE CENTER OF SAID ALLEY; THENCE WITH SAID ALLEY, ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 145 FEET, A DISTANCE OF 42.39 FEET TO THE NORTH RIGHT OF WAY OF LAYFAYETTE STREET; THENCE ALONG SAID STREET N 64° 19' 34" W, 22.74 FEET TO THE NORTHEASTERLY TURN-OUT OF LAYFAYETTE STREET AND THE ROUNDABOUT; THENCE WITH SAID ROUNDABOUT, ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 25 FEET, A DISTANCE OF 31 .08 FEET; THENCE CONTINUING WITH SAID ROUNDABOUT, ALONG A CURVE TO THE LEFT, HAVING A RADIUS OF 176.79 FEET,A DISTANCE OF 37.84 FEET TO KOREAN VETERANS BOULEVARD; THENCE ALONG SAID BOULEVARD N 58° 40' 18" E, 42.74 FEET TO THE POINT OF BEGINNING AND CONTAINING 3167 SQUARE FEET, MORE OR LESS.

The legal description herein was prepared by Patrick Coode and Company, LLC, 144 Spring Valley Road, Nashville, TN 37214. Patrick S. Coode TN RLS #855. May 28, 2015.

All references are derived from official plans for Project No: 19LPLM-F2-062; STPM/HPP-5333(3) on file on the 13th Floor of the James K. Polk Bldg., 505 Deaderick St., Nashville TN, 37243-0337.

Being the same property conveyed to MAINLAND KVB, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, by deed from STATE OF TENNESSEE, of record as Instrument No. 20160629-0066126, said Register's Office.

TRACT II

LAND IN THE 19TH COUNCILMANIC DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING PORTIONS OF EXCESS RIGHT-OF-WAY ADJOINING KOREAN VETERANS BOULEVARD AND SEVENTH AVENUE SOUTH AS SHOWN ON STATE OF TENNESSEE RIGHT-OF-WAY PLAN 19PLM-F2-062, SHEET 4, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE SOUTH BACK OF SIDEWALK FOR SAID KOREAN VETERANS BOULEVARD AND THE WEST RIGHT-OF-WAY OF SEVENTH AVENUE SOUTH; THENCE ALONG SAID SEVENTH AVENUE SOUTH S 26° 46' 37" E, 12.31 FEET; THENCE LEAVING SAID SEVENTH AVENUE S 62° 43' 46" W, 155.38 FEET TO THE EAST SIDE OF A FORMER 10' ALLEY; THENCE ALONG SAID ALLEY, HAVING A RADIUS OF 150 FEET, A DISTANCE OF 1.26 FEET TO THE SAID SOUTH BACK OF SIDEWALK OF KOREAN VETERANS BOULEVARD; THENCE ALONG SAID SIDEWALK N 58° 39' 24" E, 155.72 FEET TO THE POINT OF BEGINNING AND CONTAINING 1051 SQUARE FEET, MORE OR LESS.

The legal description contained herein was prepared by Patrick Coode and Company, LLC, 144 Spring Valley Road, Nashville, Tennessee 37214. The above-described property is a portion of the property described in Project No. STP-M/HPP-5333(3) / 19PLM-F2- 062, the plans for said project being on file on the 13th floor of the James K. Polk Building, 505 Deaderick St., Nashville, TN 37243-0360.

LAND BEING FURTHER DESCRIBED AS FOLLOWS:

Land in the 19th Councilmanic District of Nashville, Davidson County, Tennessee, being part of Tract 15 shown on State of Tennessee Right of Way Plan 19LPLM-F2-062, Sheet 4A, Part of Seventh Avenue South and an alley as abandoned by Metro Council Ordinance BL2015-1296, more particularly described as follows:

Beginning in the west right of way of 7th Avenue South (now closed) at the south right of way of Koreans Veterans Boulevard; thence along said Boulevard N 58° 39'24" E 24.95 feet to the

center of said 7th Avenue South; thence with said center S 26° 46' 05" E 14.08 feet; thence S 62° 43' 46" W, 185.30 feet to the center of said alley; thence along a curve to the left, having a radius of 145 feet, a distance of 0.90 feet to said Korean Veterans Boulevard; thence N 58° 39' 24" E, 160.82 feet to the point of beginning and containing 1,386 square feet, more or less pursuant to a survey prepared by Patrick S. Coode, RLS TN No. 855, Patrick Coode and Company, LLC, dated May 28, 2015, File No. 215-024-4.

Being the same property conveyed to MAINLAND KVB, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, by deed from METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, of record as Instrument No. 20160708-0069803, said Register's Office.

PARCEL 6

Land in Davidson County, Tennessee, being part of Lot No. 50 on the land of Southfield, as of record in Book "N", page 459, Register's Office for said County, described according to a survey made by Hal R. Swann, Jr., Surveyor, September 12, 1966, as follows:

Beginning on the southerly margin of Shirley, formerly Franklin Street, at the northwest corner of the property conveyed to Tafel Electric & Supply Company, of record in Book 3646, page 543, Register's Office for said County; thence with said company's western boundary line southeasterly 117 feet; thence easterly 39 feet to the westerly margin of an alley; thence with the same southeasterly 79 feet; thence westerly 160.5 feet, more or less, to the easterly margin of 7th Avenue South; thence with the same northwesterly 195.2 feet to the southerly margin of Shirley Street; thence with the same easterly 125.2 feet to the beginning.

Less and Except the property conveyed to The State of Tennessee by deed of record as Instrument No. 20130429-0041973 in said Register's Office.

Being part of the same property conveyed to MAINLAND KVB, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, by deed from JOHN B. KOHL AND HELEN KOHL, TRUSTEES OF THE JOHN B. KOHL LIVING TRUST, ESTABLISHED BY THE REVOCABLE TRUST AGREEMENT OF JOHN B. KOHL, DATED DECEMBER 22, 2009, of record as Instrument No. 20151231-0131645, dated December 30, 2015, said Register's Office.

EXHIBIT B

Permitted Exceptions

1. Real estate taxes and assessments for 2020 and all subsequent years.

2. All liens (including materialmen's, mechanics', and contractor liens and lien rights), claims, and conditions created by or related to Grantee's or Grantee's agents' inspection of the Property or any portion thereof.

3. All governmental zoning rules and regulations applicable to the ownership and use of the Property and any portion thereof.

4. Restrictive Covenants for Capital Mall Redevelopment Project contained in instrument of record in Book 7423, page 374, Book 9208, page 613, Book 10512, page 464, as Instrument No. 20020626-0076795, Instrument No. 20050124-0008719, Instrument No. 20130903-0092714, and Instrument No. 20130903-0092715, and 20140410-0030060, said Register's Office. (Parcels 1-4 and 6)

5. Restrictive Covenants contained in instrument of record as Instrument No. 20160425-0039980, Instrument No. 20160629-0066126 and Instrument No. 20160708-0069803, said Register's Office.

6. The following matters shown on the plat of survey by L. Brandon Lambert, Tenn. RLS No. 2828, with S&ME, dated March 5, 2020, last revised March 18, 2020 and designated as Job No. 554920002:

   a) monitor wells throughout the property and access thereto; and

   b) fire hydrant and access thereto in northeast portion of property.